

COMMITTEE OF THE BOARD OR AT A MEETING OF THE STOCKHOLDERS, AS THE CASE MAY BE, AT WHICH THE CONTRACT OR TRANSACTION IS AUTHORIZED, APPROVED, OR RATIFIED.

(D) (1) IF A CONTRACT OR TRANSACTION IS NOT AUTHORIZED, APPROVED, OR RATIFIED IN ONE OF THE WAYS PROVIDED FOR IN SUBSECTION (B) (1) OF THIS SECTION, THE PERSON ASSERTING THE VALIDITY OF THE CONTRACT OR TRANSACTION BEARS THE BURDEN OF PROVING THAT THE CONTRACT OR TRANSACTION WAS FAIR AND REASONABLE TO THE CORPORATION AT THE TIME IT WAS AUTHORIZED, APPROVED, OR RATIFIED.

(2) THIS SUBSECTION DOES NOT APPLY TO THE FIXING BY THE BOARD OF DIRECTORS OF REASONABLE COMPENSATION FOR A DIRECTOR, WHETHER AS A DIRECTOR OR IN ANY OTHER CAPACITY.

2-514.

(A) IF THE CHARTER OR BYLAWS OF A CORPORATION SO PROVIDE THE BOARD OF DIRECTORS MAY ADOPT BY RESOLUTION A PROCEDURE BY WHICH A STOCKHOLDER OF THE CORPORATION MAY CERTIFY IN WRITING TO THE CORPORATION THAT ANY SHARES OF STOCK REGISTERED IN THE NAME OF THE STOCKHOLDER ARE HELD FOR THE ACCOUNT OF A SPECIFIED PERSON OTHER THAN THE STOCKHOLDER.

(B) THE RESOLUTION SHALL SET FORTH:

(1) THE CLASS OF STOCKHOLDERS WHO MAY CERTIFY;

(2) THE PURPOSE FOR WHICH THE CERTIFICATION MAY BE MADE;

(3) THE FORM OF CERTIFICATION AND THE INFORMATION TO BE CONTAINED IN IT;

(4) IF THE CERTIFICATION IS WITH RESPECT TO A RECORD DATE OR CLOSING OF THE STOCK TRANSFER BOOKS, THE TIME AFTER THE RECORD DATE OR CLOSING OF THE STOCK TRANSFER BOOKS WITHIN WHICH THE CERTIFICATION MUST BE RECEIVED BY THE CORPORATION; AND

(5) ANY OTHER PROVISIONS WITH RESPECT TO THE PROCEDURE WHICH THE BOARD CONSIDERS NECESSARY OR DESIRABLE.

(C) ON RECEIPT OF A CERTIFICATION WHICH COMPLIES WITH THE PROCEDURE ADOPTED BY THE BOARD IN ACCORDANCE WITH THIS SECTION, THE PERSON SPECIFIED IN THE CERTIFICATION IS, FOR THE PURPOSE SET FORTH IN THE CERTIFICATION, THE HOLDER OF RECORD OF THE SPECIFIED STOCK IN PLACE OF THE STOCKHOLDER WHO MAKES THE CERTIFICATION.

2-610.1.